

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: GENERIC PHARMACEUTICALS PRICING ANTITRUST LITIGATION	MDL NO. 2724 16-MD-2724
IN RE: FLUOCINONIDE CASES THIS DOCUMENT RELATES TO: <i>ALL FLUOCINONIDE DIRECT PURCHASER ACTIONS</i>	HON. CYNTHIA M. RUFE LEAD CASE: 16-FL-27240 DIRECT CASE: 16-FL-27241 JURY TRIAL DEMANDED
AHOLD USA, INC.; CÉSAR CASTILLO, INC.; FWK HOLDINGS, L.L.C.; KPH HEALTHCARE SERVICES, INC., a/k/a KINNEY DRUGS, INC.; and ROCHESTER DRUG CO-OPERATIVE, INC.; on behalf of themselves and all others similarly situated, Plaintiffs, v. ACTAVIS HOLDCO U.S., INC.; TARO PHARMACEUTICALS USA, INC.; and TEVA PHARMACEUTICALS USA, INC., Defendants.	

**TEVA PHARMACEUTICALS USA, INC.’S ANSWER TO THE FLUOCINONIDE
CONSOLIDATED DIRECT PURCHASER CLASS ACTION COMPLAINT**

Defendant Teva Pharmaceuticals USA, Inc. (“Teva”), by and through its undersigned counsel, hereby submits its Answer and Affirmative Defenses to the Fluocinonide Consolidated Direct Purchaser Class Action Complaint (the “Complaint” or “Fluocinonide DPP Complaint”) filed by Plaintiffs Ahold USA, Inc., César Castillo, Inc., FWK Holdings, L.L.C., KPH

Healthcare Services, Inc., a/k/a Kinney Drugs, Inc., and Rochester Drug Co-Operative, Inc., acting on behalf of themselves and all others similarly situated (together “Fluocinonide DPP Putative Class Plaintiffs”). Teva is responding to the allegations in the Complaint that are directed toward Teva. Except as otherwise stated below, all allegations in the Complaint directed toward Teva are expressly denied. Except as otherwise stated below, Teva is without knowledge or information sufficient to form a belief concerning the truth of the allegations in the Complaint that are directed toward other Defendants and, therefore, Teva denies them.

SPECIFIC RESPONSES

1. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 1 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

2. Teva denies the allegations in Paragraph 2 of the Fluocinonide DPP Complaint.

3. Teva admits only that the Fluocinonide DPP Putative Class Plaintiffs purport to seek monetary relief including treble damages. Teva denies that the Fluocinonide DPP Putative Class Plaintiffs are entitled to any such relief, and denies each and every allegation set forth in Paragraph 3 of the Fluocinonide DPP Complaint.

4. Teva admits only that certain government agencies have announced investigations regarding generic pharmaceutical prices. Teva otherwise denies the allegations set forth in Paragraph 4 of the Fluocinonide DPP Complaint to the extent such allegations purport to relate to Teva, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations regarding other Defendants and generic pharmaceutical companies, and they are therefore denied.

5. Teva admits the allegations set forth in Paragraph 5 of the Fluocinonide DPP Complaint.

6. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 6 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

7. Teva states that source quoted in Paragraph 7 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva otherwise denies each and every allegation set forth in Paragraph 7 of the Fluocinonide DPP Complaint to the extent such allegations purport to relate to Teva, and states that Teva lacks knowledge or information sufficient to form a belief as to the truth of the allegations as to the other Defendants in this litigation, and they are therefore denied.

8. Teva admits that it received a subpoena from the Antitrust Division of the Department of Justice requesting documents related to the marketing and pricing of generic pharmaceutical products sold by Teva and its affiliates. Teva further admits that other government agencies have announced investigations regarding generic pharmaceutical prices. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 8 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

9. Teva admits only that certain government agencies have announced investigations regarding generic pharmaceutical prices. Teva further states that the source quoted in Paragraph 9 of the Fluocinonide DPP Complaint is a writing, which speaks for itself. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 9 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

10. Teva states that the referenced charges in Paragraph 10 of the Fluocinonide DPP Complaint were filed, and is a writing that speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 10 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

11. Teva admits only that the DOJ filed a motion for a stay of discovery in MDL 2724, which is a writing that speaks for itself. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 11 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

12. Teva admits that certain states filed civil antitrust complaints against generic pharmaceutical manufacturers, which are writings that speak for themselves. Teva otherwise denies the allegations set forth in Paragraph 12 of the Fluocinonide DPP Complaint to the extent such allegations purport to relate to Teva, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations as to the other Defendants in this litigation, and they are therefore denied.

13. Teva admits only that certain government agencies have publicly represented that investigations regarding generic pharmaceutical prices are ongoing. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 13 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

14. Teva denies the allegations in Paragraph 14 of the Fluocinonide DPP Complaint.

15. Teva admits only that the Fluocinonide DPP Putative Class Plaintiffs, on behalf of themselves and absent direct purchaser class members, purport to seek damages, but it denies that Plaintiffs are entitled to any such relief.

16. The allegations in Paragraph 16 of the Fluocinonide DPP Complaint state legal conclusions to which no response is required. To the extent a response is deemed necessary, Teva denies the allegations in Paragraph 16 of the Fluocinonide DPP Complaint.

17. The allegations in Paragraph 17 of the Fluocinonide DPP Complaint state legal conclusions to which no response is required. To the extent a response is deemed necessary, Teva denies the allegations in Paragraph 17 of the Fluocinonide DPP Complaint.

18. Teva admits only that it sold Fluocinonide in the United States. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 18 of the Fluocinonide DPP Complaint, and therefore the allegations are denied, except Teva further states that certain allegations contained in Paragraph 18 of the Fluocinonide DPP Complaint contain legal conclusions as to which no response is required.

19. The allegations in Paragraph 19 of the Fluocinonide DPP Complaint state legal conclusions to which no response is required. To the extent a response is deemed necessary, Teva denies the allegations in Paragraph 19 of the Fluocinonide DPP Complaint. Teva further denies that it participated in an antitrust conspiracy.

20. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 20 of the Fluocinonide DPP Complaint, and therefore the allegations are denied. Teva further denies that it participated in an antitrust conspiracy.

21. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 21 of the Fluocinonide DPP Complaint, and therefore the allegations are denied. Teva further denies that it participated in an antitrust conspiracy.

22. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 22 of the Fluocinonide DPP Complaint, and therefore the allegations are denied. Teva further denies that it participated in an antitrust conspiracy.

23. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 23 of the Fluocinonide DPP Complaint, and therefore the allegations are denied. Teva further denies that it participated in an antitrust conspiracy.

24. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 24 of the Fluocinonide DPP Complaint, and therefore the allegations are denied. Teva further denies that it participated in an antitrust conspiracy.

25. Teva admits the allegations in Paragraph 25 of the Fluocinonide DPP Complaint.

26. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 26 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

27. Teva admits the allegations in Paragraph 27 of the Fluocinonide DPP Complaint except that it denies it is a Pennsylvania corporation. By way of further response, Teva Pharmaceuticals USA, Inc. is a Delaware corporation.

28. Teva denies the allegations in Paragraph 28 of the Fluocinonide DPP Complaint.

29. Teva denies the allegations in Paragraph 29 of the Fluocinonide DPP Complaint directed toward Teva. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 29 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

30. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 30 of the Fluocinonide DPP Complaint, and therefore the allegations

are denied. Teva further states that pursuant to Pretrial Order 61, no further amendment of the Fluocinonide DPP Complaint is permitted after December 21, 2018.

31. Teva denies the allegations in Paragraph 31 of the Fluocinonide DPP Complaint.

32. Teva denies the allegations in Paragraph 32 of the Fluocinonide DPP Complaint.

33. Teva denies the allegations in Paragraph 33 of the Fluocinonide DPP Complaint.

34. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 34 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

35. Teva admits only that Teva produced Fluocinonide in the United States. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 35 of the Fluocinonide DPP Complaint with respect to whether Fluocinonide is produced by other Defendants or their affiliates in the United States or overseas, and therefore the allegations are denied.

36. Teva admits only that Teva's sales of Fluocinonide in the United States included sales in this District. Teva otherwise denies that it sold and distributed Fluocinonide "in a continuous and uninterrupted flow of interstate commerce," and denies knowledge or information sufficient to form a belief regarding the remaining allegations set forth in Paragraph 36 relating to the other Defendants in this litigation, and they are therefore denied.

37. Teva denies the allegations in Paragraph 37 of the Fluocinonide DPP Complaint.

38. Teva denies the allegations in Paragraph 38 of the Fluocinonide DPP Complaint.

39. Teva denies the allegations in Paragraph 39 of the Fluocinonide DPP Complaint.

40. Teva denies the allegations in Paragraph 40 of the Fluocinonide DPP Complaint.

41. Teva admits that that generic pharmaceuticals are at times marketed and sold as lower-cost, bioequivalent alternatives to branded drugs and that the FDA requires testing before any generic drug can be marketed. Teva further states that the source quoted in Paragraph 41 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 41 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

42. The allegations in Paragraph 42 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 42 of the Fluocinonide DPP Complaint that are inconsistent with the document. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 42 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

43. Teva admits that an ANDA must be filed with the FDA to obtain marketing approval for a generic drug, and that an ANDA may reference efficacy data supporting approval of a brand equivalent Reference Listed Drug instead of repeating clinical trials so long as the ANDA also includes data showing bioequivalence to the brand. Teva denies the allegations to the extent inconsistent with the ANDA process. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 43 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

44. Teva admits that generic pharmaceuticals are bioequivalent alternatives to branded drugs from a safety and efficacy standpoint, are at times marketed and sold as lower-cost, bioequivalent alternatives to branded drugs and at times compete with brand drugs for market share. Teva lacks sufficient knowledge or information to form a belief as to the truth of

the remaining allegations in Paragraph 44 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

45. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 45 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

46. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 46 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

47. Teva states that the sources quoted in Paragraph 47 of the Fluocinonide DPP Complaint are documents, which speak for themselves. Teva otherwise denies the substance of the public statements, and states that it lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 47 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

48. Teva lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 48 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

49. Teva admits that prescription drug pricing for most consumers is often determined by reimbursement agreements between third-party payors (i.e., health plans and their prescription benefit managers) and the pharmacies that dispense prescription drugs to consumers. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 49 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

50. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 50 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

51. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 51 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

52. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 52 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

53. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 53 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

54. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 54 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

55. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 55 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

56. Teva denies the allegations in Paragraph 56 of the Fluocinonide DPP Complaint.

57. Teva admits only that Fluocinonide has been commercially available for years. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 57 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

58. Teva admits that the market for Fluocinonide has several generic competitors. Teva denies the remaining allegations in Paragraph 58 of the Fluocinonide DPP Complaint.

59. Teva admits only that during the Relevant time, there have been several manufacturers of Fluocinonide. Teva otherwise denies each and every allegation set forth in Paragraph 59 of the Fluocinonide DPP Complaint.

60. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 60 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

61. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 61 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

62. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 62 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

63. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 63 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

64. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 64 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

65. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 65 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

66. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 66 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

67. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 67 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

68. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 68 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

69. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 69 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

70. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 70 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

71. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 71 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

72. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 72 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

73. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 73 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

74. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 74 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

75. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 75 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

76. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 76 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

77. Teva denies the allegations in Paragraph 77 of the Fluocinonide DPP Complaint.

78. The first sentence of Paragraph 78 of the Fluocinonide DPP Complaint is a legal conclusion to which no response is required and it is therefore denied. The allegations in Paragraph 78 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 78 of the Fluocinonide DPP Complaint that are inconsistent with the document. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 78 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

79. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 79 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

80. Teva denies the allegations in Paragraph 80 of the Fluocinonide DPP Complaint.

81. Teva denies the allegations in Paragraph 81 of the Fluocinonide DPP Complaint.

82. Teva denies the allegations in Paragraph 82 of the Fluocinonide DPP Complaint.

83. Teva denies the allegations in Paragraph 83 of the Fluocinonide DPP Complaint.

84. Teva denies the allegations in Paragraph 84 of the Fluocinonide DPP Complaint.

85. Teva states that the sources quoted in Paragraph 85 of the Fluocinonide DPP

Complaint are documents, which speak for themselves. Teva otherwise denies the allegations set forth in Paragraph 85 of the Fluocinonide DPP Complaint to the extent such allegations purport to relate to Teva, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations as to the other Defendants in this litigation, and they are therefore denied.

86. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees attended trade association meetings during the Relevant Time Period. Teva otherwise denies each and every allegation set forth in Paragraph 86 of the Fluocinonide DPP Complaint to the extent such allegations purport to relate to Teva, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations regarding other Defendants, and they are therefore denied.

87. Teva states that the text quoted in Paragraph 87 of the Fluocinonide DPP Complaint consists of statements contained on the GPhA website, which is a writing that speaks for itself. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 87 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

88. Teva states that the text quoted in Paragraph 88 of the Fluocinonide DPP Complaint consists of statements contained on the GPhA website, which is a writing that speaks for itself. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 88 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

89. Teva admits that, based on its investigation to date which remains ongoing, Teva participated in GPhA during the Relevant Time Period. Teva further states that the source quoted in Paragraph 89 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 89 of the Fluocinonide DPP Complaint directed toward other defendants, and therefore the allegations are denied.

90. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 90 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

91. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 91 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

92. Teva admits that the allegations set forth in Paragraph 92 of the Fluocinonide DPP Complaint generally describe the NACDS, but states that it lacks knowledge or information sufficient to form a belief as to the truth of the substance of that description, and therefore the allegations are denied.

93. Teva states that the source quoted in Paragraph 93 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 93 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

94. Teva states that the source quoted in Paragraph 94 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 94 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

95. Teva states that the source quoted in Paragraph 95 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 95 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

96. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 96 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

97. Teva states that the source quoted in Paragraph 97 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the

allegations in Paragraph 97 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

98. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 98 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

99. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 99 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

100. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 100 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

101. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 101 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

102. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended GPhA's 2013 annual meeting. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 102 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

103. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's 2013 annual meeting. Teva otherwise

lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 103 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

104. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended HDMA's June 2013 Business and Leadership Conference. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 104 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

105. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 105 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

106. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's August 2013 Total Store Expo. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 106 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

107. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 107 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

108. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's 2013 NYC Week and annual foundation dinner. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth

of the allegations in Paragraph 108 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

109. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 109 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

110. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 110 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

111. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended HDMA's 2014 Sixth Annual CEO Roundtable Fundraiser. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 111 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

112. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's 2014 annual meeting. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 112 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

113. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 113 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

114. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks

sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 114 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

115. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended HDMA's June 2014 Business and Leadership Conference. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 115 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

116. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 116 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

117. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's August 2014 Total Store Expo. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 117 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

118. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended HDMA's 2014 ABMM. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 118 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

119. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended GPhA's October 2014 meeting. Teva otherwise

lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 119 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

120. Teva admits only that, based on its investigation to date which remains ongoing, certain of its employees may have attended NACDS's 2014 NYC Week and annual foundation dinner. Teva otherwise lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 120 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

121. Teva admits only that certain of its employees may have been members or attended meetings of several associations or attended industry events and meetings. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 121 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

122. Teva denies the allegations in Paragraph 122 of the Fluocinonide DPP Complaint.

123. Teva denies the allegations in Paragraph 123 of the Fluocinonide DPP Complaint.

124. Teva admits only that its headquarters are located in eastern Pennsylvania. Teva lacks sufficient knowledge or information to form a belief as to the truth of the remaining allegations in Paragraph 124 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

125. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 125 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

126. Teva denies the allegations in Paragraph 126 of the Fluocinonide DPP Complaint.

127. Teva denies the allegations in Paragraph 127 of the Fluocinonide DPP Complaint.

128. Teva denies the allegations in Paragraph 128 of the Fluocinonide DPP Complaint.

129. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 129 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

130. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 130 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

131. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 131 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

132. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 132 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

133. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 133 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

134. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 134 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

135. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 135 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

136. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 136 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

137. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 137 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

138. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 138 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

139. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 139 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

140. The allegations in Paragraph 140 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 140 of the Fluocinonide DPP Complaint that are inconsistent with the document.

141. The allegations in Paragraph 141 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 141 of the Fluocinonide DPP Complaint that are inconsistent with the document.

142. The allegations in Paragraph 142 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any

allegations in Paragraph 142 of the Fluocinonide DPP Complaint that are inconsistent with the document.

143. The allegations in Paragraph 143 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 143 of the Fluocinonide DPP Complaint that are inconsistent with the document.

144. The allegations in Paragraph 144 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 144 of the Fluocinonide DPP Complaint that are inconsistent with the document.

145. Teva denies the allegations in Paragraph 145 of the Fluocinonide DPP Complaint.

146. Teva states that the source quoted in Paragraph 146 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 146 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

147. Teva states that the source quoted in Paragraph 147 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 147 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

148. Teva states that the source quoted in Paragraph 148 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information

sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 148 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

149. Teva states that the source quoted in Paragraph 149 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 149 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

150. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 150 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

151. Teva states that the source quoted in Paragraph 151 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 151 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

152. Teva states that the source quoted in Paragraph 152 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 152 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

153. Teva states that the source quoted in Paragraph 153 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information

sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 153 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

154. The allegations in Paragraph 154 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 154 of the Fluocinonide DPP Complaint that are inconsistent with the document. Teva denies that the price increases for Fluocinonide were “extraordinary.”

155. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 155 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

156. Teva states that the source quoted in Paragraph 156 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 156 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

157. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 157 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

158. Teva states that the source quoted in Paragraph 158 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 158 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

159. The allegations in Paragraph 159 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 159 of the Fluocinonide DPP Complaint that are inconsistent with the document.

160. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 160 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

161. The allegations in Paragraph 161 of the Fluocinonide DPP Complaint reference and purport to describe a document. The document speaks for itself and Teva denies any allegations in Paragraph 161 of the Fluocinonide DPP Complaint that are inconsistent with the document.

162. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 162 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

163. Teva states that the source quoted in Paragraph 163 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 163 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

164. Teva denies the allegations in Paragraph 164 of the Fluocinonide DPP Complaint.

165. Teva states that the source quoted in Paragraph 165 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the

allegations in Paragraph 165 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

166. Teva states that the source quoted in Paragraph 166 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 166 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

167. Teva states that the source quoted in Paragraph 167 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 167 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

168. Teva admits that the DOJ has intervened in MDL 2724. Teva further states that the source quoted in Paragraph 168 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 168 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

169. Teva states that the source quoted in Paragraph 169 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva denies the substance of the statements contained therein and the allegations in Paragraph 169 of the Fluocinonide DPP Complaint.

170. Teva states that the sources quoted in Paragraph 170 of the Fluocinonide DPP Complaint is a document, which speaks for themselves. Teva denies the substance of the statements, and lacks knowledge or information sufficient to form a belief as to the truth of the

allegations regarding the scope of the Connecticut Attorney General's investigation and the allegations in Paragraph 170 of the Fluocinonide DPP Complaint.

171. Teva states that the source quoted in Paragraph 171 of the Fluocinonide DPP Complaint is a document, which speaks for itself. Teva denies the substance of the statements, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations regarding the scope of the Connecticut Attorney General's investigation and the allegations in Paragraph 171 of the Fluocinonide DPP Complaint.

172. Teva states that the sources quoted in Paragraph 172 of the Fluocinonide DPP Complaint are documents, which speak for themselves. Teva lacks knowledge or information sufficient to form a belief as to the truth of the statements contained therein or the truth of the allegations in Paragraph 172 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

173. Teva states that the sources quoted in Paragraph 173 of the Fluocinonide DPP Complaint are documents, which speak for themselves. Teva denies the substance of the statements, and lacks knowledge or information sufficient to form a belief as to the truth of the allegations regarding the scope of the Connecticut Attorney General's investigation and the allegations in Paragraph 173 of the Fluocinonide DPP Complaint.

174. Teva states that the sources quoted in Paragraph 174 of the Fluocinonide DPP Complaint are documents, which speak for themselves. Teva denies the substance of the statements contained therein and the allegations in Paragraph 174 of the Fluocinonide DPP Complaint.

175. Teva admits only that the DOJ and States have publicly represented that their investigations are ongoing. Teva lacks sufficient knowledge or information to form a belief as to

the truth of the remaining allegations in Paragraph 175 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

176. Teva denies the allegations and legal conclusions set forth in Paragraph 176 of the Fluocinonide DPP Complaint.

177. Teva denies the allegations and legal conclusions set forth in Paragraph 177 of the Fluocinonide DPP Complaint.

178. Teva denies the allegations and legal conclusions set forth in Paragraph 178 of the Fluocinonide DPP Complaint.

179. Teva admits that Plaintiffs purportedly bring this action on the behalf of the putative class identified in Paragraph 179 of the Fluocinonide DPP Complaint but denies that this putative class is appropriate for certification under Rule 23 of the Federal Rules of Civil Procedure and otherwise denies the allegations in Paragraph 179 of the Fluocinonide DPP Complaint.

180. Teva denies the allegations and legal conclusions set forth in Paragraph 180 of the Fluocinonide DPP Complaint.

181. Teva denies the allegations and legal conclusions set forth in Paragraph 181 of the Fluocinonide DPP Complaint.

182. Teva denies the allegations and legal conclusions set forth in Paragraph 182 of the Fluocinonide DPP Complaint.

183. Teva lacks sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 183 of the Fluocinonide DPP Complaint, and therefore the allegations are denied.

184. Teva denies the allegations and legal conclusions set forth in Paragraph 184 of the Fluocinonide DPP Complaint.

185. Teva denies the allegations and legal conclusions set forth in Paragraph 185 of the Fluocinonide DPP Complaint.

186. Teva denies the allegations and legal conclusions set forth in Paragraph 186 of the Fluocinonide DPP Complaint.

187. Teva denies the allegations and legal conclusions set forth in Paragraph 187 of the Fluocinonide DPP Complaint.

188. Teva denies the allegations and legal conclusions set forth in Paragraph 188 of the Fluocinonide DPP Complaint.

189. Teva denies the allegations and legal conclusions set forth in Paragraph 189 of the Fluocinonide DPP Complaint.

190. Teva denies the allegations and legal conclusions set forth in Paragraph 190 of the Fluocinonide DPP Complaint.

191. Teva denies the allegations and legal conclusions set forth in Paragraph 191 of the Fluocinonide DPP Complaint.

192. Teva admits that Plaintiffs purport to incorporate by reference the allegations contained in the preceding paragraphs of the Complaint.

193. Teva denies the allegations and legal conclusions set forth in Paragraph 193 of the Fluocinonide DPP Complaint.

194. Teva denies the allegations and legal conclusions set forth in Paragraph 194 of the Fluocinonide DPP Complaint.

195. Teva denies the allegations and legal conclusions set forth in Paragraph 195 of the Fluocinonide DPP Complaint.

196. Teva denies the allegations and legal conclusions set forth in Paragraph 196 of the Fluocinonide DPP Complaint.

197. Teva denies the allegations and legal conclusions set forth in Paragraph 197 of the Fluocinonide DPP Complaint.

198. Teva denies the allegations and legal conclusions set forth in Paragraph 198 of the Fluocinonide DPP Complaint.

199. Teva denies the allegations and legal conclusions set forth in Paragraph 199 of the Fluocinonide DPP Complaint.

200. Teva denies the allegations and legal conclusions set forth in Paragraph 200 of the Fluocinonide DPP Complaint.

PRAYER FOR RELIEF

Teva denies that the Fluocinonide DPP Putative Class Plaintiffs are entitled to any relief.

JURY TRIAL DEMAND

No response is necessary to the Fluocinonide DPP Putative Class Plaintiffs' demand for a trial by jury.

AFFIRMATIVE DEFENSES

FIRST DEFENSE

If and to the extent that Plaintiffs and the members of the purported plaintiff class have been damaged, which Teva denies, the amount of damages that Plaintiffs and the members of the purported plaintiff class allege to have suffered is too remote or speculative to allow recovery, and it is impossible to ascertain and allocate such alleged damages with reasonable certainty.

SECOND DEFENSE

To the extent Plaintiffs may seek damages for injuries occurring prior to the applicable limitations period, Plaintiffs' claim is barred in whole or in part, by the applicable statute of limitations. 15 U.S.C. § 15b.

THIRD DEFENSE

To the extent the Complaint alleges injuries arising from purchases of any products outside of the United States, Plaintiffs and the members of the purported plaintiff class lack standing to sue for the alleged injuries pursuant to 15 U.S.C. § 6a and, therefore, this Court is without subject matter jurisdiction to hear those claims.

FOURTH DEFENSE

If and to the extent Plaintiffs and the members of the purported plaintiff class have been damaged, which Teva denies, any damages sustained by Plaintiffs and members of the purported plaintiff class must be reduced by the amount that such damages would have been reduced had Plaintiffs and the members of the purported plaintiff class exercised reasonable diligence in mitigating their damages.

FIFTH DEFENSE

If and to the extent Plaintiffs and the members of the purported plaintiff class have been damaged, which Teva denies, Plaintiffs and members of the purported plaintiff class are barred from recovery under the doctrine of set-off to the extent that they owe outstanding debts to Teva. Alternatively, any damages sustained by Plaintiffs and members of the purported plaintiff class, which Teva denies, must be reduced by the amount that Plaintiffs and the members of the purported plaintiff class owe outstanding debts to Teva.

SIXTH DEFENSE

Plaintiffs' claims are barred in whole or in part because they lack standing to seek relief.

SEVENTH DEFENSE

If and to the extent that Plaintiffs and the members of the purported plaintiff class have been damaged, which Teva denies, any judgment must be reduced to the extent that Plaintiffs or purported class members opt out of a purported class, release claims otherwise included in this action or receive payments in settlement of the litigation claims thereunder.

EIGHTH DEFENSE

The Complaint fails to state a claim for which relief may be granted.

NINTH DEFENSE

Each of Plaintiffs' claims or causes of action is barred, in whole or in part, because Plaintiffs' claims are not properly maintainable as a class action under Rule 23 of the Federal Rules of Civil Procedure.

TENTH DEFENSE

The Complaint is barred on the ground that the acts complained of, to the extent they occurred, were procompetitive in nature, and done solely to promote, encourage, and increase competition. Accordingly, Teva's conduct was reasonable, justified, and privileged.

ELEVENTH DEFENSE

Plaintiffs did not suffer an injury in fact.

TWELFTH DEFENSE

The injuries and damages alleged by Plaintiffs do not constitute legally cognizable antitrust injuries within a relevant, properly defined market.

THIRTEENTH DEFENSE

Plaintiffs' claims are barred to the extent that they did not purchase Fluocinonide directly from Teva or from any member of the alleged conspiracy or any entity found to be a conspirator.

FOURTEENTH DEFENSE

The Complaint is barred by the doctrines of waiver, estoppel, and laches.

FIFTEENTH DEFENSE

The Complaint is barred on the ground that the actions complained of, to the extent they occurred, are permissible under the federal antitrust laws.

SIXTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, insofar as they seek an award of damages for alleged conduct that is protected under the First Amendment of the United States Constitution.

SEVENTEENTH DEFENSE

The Complaint should be dismissed or stayed to the extent that Plaintiffs or putative class members have agreed to arbitrate their claims.

EIGHTEENTH DEFENSE

The claims of Plaintiffs and others claimed to be members of the alleged class or classes are barred, in whole or in part, because to the extent that any employee or agent of Teva engaged in any unlawful act or omission, which Teva expressly denies, any such act or omission would have been committed by individuals acting *ultra vires*.

NINETEENTH DEFENSE

The claims of Plaintiffs and others claimed to be members of the alleged class or classes are barred, in whole or in part, because any alleged injuries or damages were not legally or proximately caused by any acts or omissions of Teva and/or were caused, if at all, solely and proximately by the conduct of third parties, including without limitation the prior intervening or superseding conduct of such third parties.

TWENTIETH DEFENSE

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of unclean hands and/or *in pari delecto*.

TWENTY-FIRST DEFENSE

Plaintiffs' claims are barred to the extent that they would result in Teva paying damage awards that would violate rights guaranteed to Teva by state law and by the United States Constitution, including rights guaranteed under the Due Process Clause of the Fourteenth Amendment and the Excessive Fines provision of the Eighth Amendment.

TWENTY-SECOND DEFENSE

Plaintiffs are not adequate representatives for the classes they seek to represent.

TWENTY-THIRD DEFENSE

Plaintiffs' claims are barred, in whole or in part, because any purchases of Teva's Fluocinonide by Plaintiffs would be indirectly and not as a direct purchaser from Teva.

TWENTY-FOURTH DEFENSE

If and to the extent that Plaintiffs have been damaged, which Teva denies, any judgment must be reduced to the extent that Plaintiffs release claims otherwise included in this action or receive payments in settlement of the litigation of claims thereunder.

TWENTY-FIFTH DEFENSE

Teva adopts and incorporates by reference any and all other defenses asserted by any other defendant to the extent Teva may share in such defense.

RESERVATION OF DEFENSES AND AFFIRMATIVE DEFENSES

Teva hereby gives notice that it intends to assert and rely upon such other defenses and affirmative defenses that may become available or apparent as this action proceeds, and thus reserves the right to amend this Answer to assert such defenses.

Dated: March 15, 2019

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CERTIFICATE OF SERVICE

I hereby certify that on March 15, 2019, a copy of Teva's Answers and Affirmative Defenses to the Fluocinonide Consolidated Direct Purchaser Class Action Complaint was filed on CM/ECF, which will provide electronic notification to all registered users.

/s/ William T. McEnroe
William T. McEnroe